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OF COUNSEL
URBAN A. LESTER

October 3, 2002

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 24157- C FILED

OCT 4 '02 10-49 AM

SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Supplement Lot No. 1 (GCRTA-2002-KBC 1), dated as of September 30, 2002, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Head Lease Agreement which is being filed with the Board under Recordation Number

The names and addresses of the parties to the enclosed document are:

Lessor: GCRTA-2002-KBC 1 STATUTORY TRUST
c/o Wells Fargo Bank Northwest, National
Association, Trustee
213 Court Street
Suite 902
Middletown, Connecticut 06457

Lessee: Greater Cleveland Regional Transportation
Authority
1240 W.6th Street
Cleveland, Ohio 44113-1331

Mr. Vernon A. Williams
October 3, 2002
Page 2

A description of the railroad equipment covered by the enclosed document is:

29 railcars with Greater Cleveland Regional Transportation Authority rail marks and with road numbers within the series 802 – 841, as specifically set forth on the Exhibit A to the filed document.

A short summary of the document to appear in the index is:

Memorandum of Lease Supplement Lot No. 1 (GCRTA-2002-KBC 1).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF LEASE SUPPLEMENT LOT NO. 1 (GCRTA-2002-KBC 1)

Memorandum of Lease Supplement Lot No. 1 (GCRTA-2002-KBC 1), dated as of September 30, 2002 between **GCRTA-2002-KBC 1 STATUTORY TRUST**, a Connecticut statutory trust, as Lessor (the "*Lessor*"), and **GREATER CLEVELAND REGIONAL TRANSIT AUTHORITY**, an independent political subdivision of the State of Ohio, as Lessee (the "*Lessee*").

WITNESSETH:

The undersigned have entered into that certain Lease Supplement Lot No. 1 (GCRTA-2002-KBC 1), dated as of September 30, 2002, whereby the Lessor has agreed to lease to the Lessee and the Lessee has agreed to lease from the Lessor certain railroad equipment bearing car numbers as listed on Exhibit A attached hereto.

REMAINDER OF PAGE INTENTIONALLY LEFT BLANK

RECORDATION NO. 24157-C FILED
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SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the Lessor and the Lessee have each caused this Memorandum of Lease Supplement Lot No. 1 to be duly executed by their respective authorized officers on the day and year first above written.

LESSOR:

GCRTA-2002-KBC 1 STATUTORY TRUST

By: Wells Fargo Bank Northwest, National Association, not in its individual capacity except as expressly set forth herein, but solely as Trustee


By: 
Name: ROBERT L. REYNOLDS
Title: VICE PRESIDENT

ACKNOWLEDGMENT

STATE OF Connecticut)
) ss.
COUNTY OF Middlesex)

On September 30, 2002, before me, William Kotkasky, personally came Robert L. Reynolds, personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that ~~she~~ executed the same in ~~her~~ ^{his} authorized capacity and that by ~~her~~ ^{his} signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.

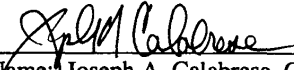


Notary Public

My commission expires on February 28, 2007

LESSEE:

GREATER CLEVELAND REGIONAL
TRANSIT AUTHORITY

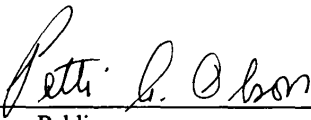
By: 
Name: Joseph A. Calabrese, CEO
Title: General Manager/Secretary-Treasurer

ACKNOWLEDGMENT

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss.

On Sept 30, 2002, before me, Patti Olson, personally came Joseph Calabrese personally known to me to be the person whose name is subscribed to the within instrument and acknowledged to me that she executed the same in her authorized capacity and that by her signature on the instrument, the person or the entity upon behalf of which the person acted, executed the instrument.

Witness my hand and official seal.


Notary Public

My commission expires on _____, 20__

PATTI A. OLSON
Notary Public, State of New York
No. 4738281
Qualified in Dutchess County
Certificate Filed in New York County
Commission Expires August 31, 2005

EXHIBIT A
DESCRIPTION OF RAIL CARS; EQUIPMENT VALUES
KBC - LOT 1

Description of Item of Equipment	Serial Number	Equipment Value
LRV	802	\$2,330,000.00
LRV	803	\$2,330,000.00
LRV	804	\$2,330,000.00
LRV	805	\$2,330,000.00
LRV	806	\$2,330,000.00
LRV	807	\$2,330,000.00
LRV	808	\$2,330,000.00
LRV	809	\$2,330,000.00
LRV	810	\$2,330,000.00
LRV	811	\$2,330,000.00
LRV	812	\$2,330,000.00
LRV	813	\$2,330,000.00
LRV	814	\$2,330,000.00
LRV	815	\$2,330,000.00
LRV	816	\$2,330,000.00
LRV	821	\$2,330,000.00
LRV	822	\$2,330,000.00
LRV	823	\$2,330,000.00
LRV	825	\$2,330,000.00
LRV	826	\$2,330,000.00
LRV	827	\$2,330,000.00
LRV	828	\$2,330,000.00
LRV	829	\$2,330,000.00
LRV	831	\$2,330,000.00
LRV	834	\$2,330,000.00
LRV	836	\$2,330,000.00
LRV	839	\$2,330,000.00
LRV	840	\$2,330,000.00
LRV	841	\$2,330,000.00
		\$67,570,000.00